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June 9, 2010

BY E-FILING

Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001

ENTERED
Office of Proceedings

JUN - 9 2010

Part of
Public Record

Re: Docket No. 42113, Arizona Electric Power Cooperative, Inc. v.
BNSF Railway Company and Union Pacific Railroad Company

Dear Ms. Brown:

Enclosed for filing in the referenced proceeding is Complainant Arizona Electric Power Cooperative, Inc.'s Third Unopposed Motion to Extend Procedural Schedule. As stated in the Motion, the Defendants do not oppose the requested relief.

Because the current due date for AEPCO's rebuttal evidence (June 21, 2010) is less than two weeks away, AEPCO requests that the Board take **EXPEDITED ACTION** on the enclosed Motion.

Please provide electronic receipt of this filing. Thank you.

Respectfully submitted,



Christopher A. Mills

CAM:lad

Enclosure

Cc (w/enclosure): Counsel for Defendants per Certificate of Service

EXPEDITED ACTION REQUESTED

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

ARIZONA ELECTRIC POWER)	
COOPERATIVE, INC.)	
)	
Complainant,)	
)	
v.)	Docket No. 42113
)	
BNSF RAILWAY COMPANY)	
)	
and)	ENTERED
)	Office of Proceedings
UNION PACIFIC RAILROAD COMPANY)	JUN - 9 2010
)	
Defendants.)	Part of
)	Public Record

**COMPLAINANT ARIZONA ELECTRIC POWER COOPERATIVE, INC.'S
THIRD UNOPPOSED MOTION TO EXTEND PROCEDURAL SCHEDULE**

Pursuant to 49 C.F.R. §§ 1104.7(b) and 1115.5(a), Complainant Arizona Electric Power Cooperative, Inc. ("AEPCO"), respectfully requests that the Board (1) extend the due date for rebuttal evidence under the procedural schedule for this proceeding by ten days, from June 21 to July 1, 2010, and (2) extend the due date for closing briefs by 17 days, from July 12 to July 29, 2010. Both defendants, BNSF Railway Company ("BNSF") and Union Pacific Railroad Company ("UP"), have authorized AEPCO to advise the Board that they do not oppose the requested extensions.

As the current due date for rebuttal evidence is less than two weeks away, AEPCO requests the Board to *expedite* its consideration of and decision on this Motion.

The current procedural schedule for this case was established by the Board's decision served January 8, 2010. Pursuant to that decision, AEPCO filed its opening evidence on January 25, 2010, and BNSF/UP filed their reply evidence on May 7, 2010, having had nearly three and a half months to prepare it.

In their reply evidence BNSF/UP contested the size of AEPCO's traffic group for its proposed stand-alone railroad ("SARR") and presented extensive evidence on three different versions of the SARR which AEPCO's experts have had to evaluate for purposes of preparing rebuttal evidence. Given the iterative nature of a SAC presentation, AEPCO has had to evaluate BNSF/UP's challenges to their SARR traffic group and decide the extent to which it should be changed on rebuttal before it could determine the changes that needed to be made to the train list used for the RTC Model simulation of the SARR's operations. These changes, as well as accompanying changes to the SARR system and operating plan, in turn must be completed before AEPCO can conduct a simulation of SARR's operations using revised inputs in response to BNSF/UP's criticisms of its Opening inputs. The output from the RTC simulation is needed to develop various operating statistics used to develop the SARR's annual operating expenses. All these activities are requiring more time than originally anticipated.

In addition, on June 8, 2010 – less than two weeks before rebuttal evidence is due under the current schedule – BNSF/UP filed an errata to their joint reply evidence which also requires evaluation before rebuttal evidence can be completed.

For these reasons, AEPCO needs a modest, ten-day extension of the due date for rebuttal evidence. With the extension AEPCO will have had a total of 55 days to prepare its rebuttal evidence, or approximately half the time BNSF/UP had to prepare their reply evidence.

BNSF/UP have indicated they do not object to the proposed ten-day extension of the due date for rebuttal evidence, but would like an additional week to prepare their closing brief given the intervening Independence Day holiday weekend. AEPCO concurs with this suggestion and therefore seeks an additional week's interval between the due date for rebuttal evidence and the due date for briefs.

CONCLUSION

For the foregoing reasons, good cause exists to modify the procedural schedule in this case as requested in this Motion.

Respectfully submitted,

ARIZONA ELECTRIC POWER
COOPERATIVE, INC.

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Dated: June 9, 2010

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CERTIFICATE OF SERVICE

I hereby certify that on this 9th day of June, 2010, I caused copies of the foregoing Third Motion to Extend to be served by email upon counsel for Defendants, as follows:

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